

RECORDATION NO. 27178 FILED

SEP 28 '07 -11 30 AM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 28, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 28, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity North American Freight Car, Inc.  
2525 Stemmons Freeway  
Dallas, TX 75207

[Lessee: Italgrani Elevator Company  
7900 Van Buren Street  
St Louis, MO 63111]

Mr. Vernon A. Williams

September 28, 2007

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A description of the railroad equipment covered by the enclosed document is:

15 covered hopper railcars: TILX 56062 – TILX 56076.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement made and entered into on September 28, 2007 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

**W I T N E S S E T H:**

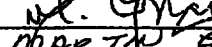
Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Italgrani Elevator Company, a Minnesota corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated August 30, 1993, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Three (3) to Railroad Car Lease Agreement, effective July 16, 2007 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN  
FREIGHT CAR, INC.**

By:   
Name: MARTIN SKAHAN  
Title: PRESIDENT

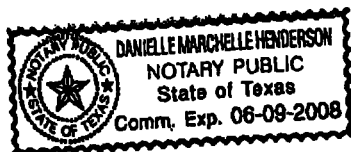
Executed on this 27<sup>th</sup> day of September, 2007

[Memorandum of Lease Agreement]

STATE OF TEXAS           )  
  ) SS:  
COUNTY OF DALLAS       )

On this, the 27<sup>th</sup> day of September 2007, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on September 27, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson  
Name: Danielle Henderson  
Notary Public

My Commission Expires: 6/9/08  
Residing in Cedar Hill TX

[Memorandum of Lease Agreement]

**EXHIBIT A**

<b>Equipment:</b>	5,660 cubic foot pressure differential covered hopper cars
<b>Quantity:</b>	Fifteen (15)
<b>Road Numbers:</b>	TILX 56062 – TILX 56076

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/28/07



\_\_\_\_\_  
Robert W. Alvord